

CHAPMAN AND CUTLER LLP

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Salt Lake City, UT 84111
(801) 533-0066

June 28, 2007

RECORDATION NO. 19101-J FILED

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Refinancing of 1994 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1994-J)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BN 1994-J), dated as of July 2, 2007, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1994-J), dated as of December 20, 1994, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 19, 1994 at 12:15 P.M. under recordation number 19101.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1994-J)

CHAPMAN AND CUTLER LLP

Indenture Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111
Attention: Corporate Trust Department (BN 1994-J)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 192 Husky Stack Cars and 77 Articulated Five-Pack Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BN 1994-J).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

1994-I

BN 35982 J - Husky Stacks

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BN	63001	BNSF	231001
BN	63002	BNSF	231002
BN	63003	BNSF	231003
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BN 35892 C-K

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BN 35982 J - Articulated 5 Packs

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BN	65079	BNSF	240379

1994-J
(end)

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BN 1994-J)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1994-J) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-J), dated as of July 2, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (BN 1994-J), dated July 2, 2007, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

RECORDATION NO. 19101-5 FILED
JUN 28 '07 -9 00 AM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By  _____
Name: BRANDON MILLS
Title: VICE PRESIDENT

Executed on this 20th day of June, 2007.

STATE OF DELAWARE)
New Castle SS.:
COUNTY OF ~~WILMINGTON~~)

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Bethany J. Taylor
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.: Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

On this, the ___ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June ____, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF DELAWARE)
) SS.:
COUNTY OF WILMINGTON)

On this, the ___ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June ___, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

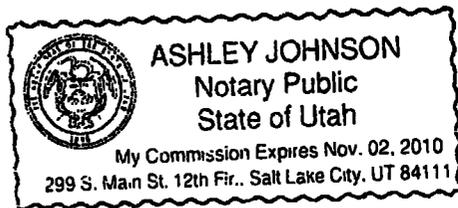
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 20th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared BRANDON MILLS, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 20, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Ashley Johnson
Name:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

1994-J

BN 35982 J - Husky Stacks

BN	63000	BNSF	231000
BN	63001	BNSF	231001
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BN 35892 C-K

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BN	63133	BNSF	231133
BN	63134	BNSF	231134
BN	63135	BNSF	231135
BN	63136	BNSF	231136
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BN	63139	BNSF	231139
BN	63140	BNSF	231140
BN	63141	BNSF	231141
BN	63142	BNSF	231142
BN	63143	BNSF	231143
BN	63144	BNSF	231144
BN	63145	BNSF	231145
BN	63146	BNSF	231146
BN	63147	BNSF	231147
BN	63148	BNSF	231148
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BN	63150	BNSF	231150
BN	63151	BNSF	231151
BN	63152	BNSF	231152
BN	63153	BNSF	231153
BN	63154	BNSF	231154
BN	63155	BNSF	231155
BN	63156	BNSF	231156
BN	63157	BNSF	231157
BN	63158	BNSF	231158
BN	63159	BNSF	231159
BN	63160	BNSF	231160
BN	63161	BNSF	231161
BN	63162	BNSF	231162
BN	63163	BNSF	231163
BN	63164	BNSF	231164
BN	63165	BNSF	231165
BN	63166	BNSF	231166
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BN	63168	BNSF	231168
BN	63169	BNSF	231169
BN	63170	BNSF	231170
BN	63171	BNSF	231171

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	63175		BNSF 231175
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BN	63181		BNSF 231181
BN	63182		BNSF 231182
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BN	63194		BNSF 231194
BN	63195		BNSF 231195
BN	63197		BNSF 231197
BN	63198		BNSF 231198
BN	63199		BNSF 231199

BN 35982 J - Articulated 5 Packs

BN	65000		BNSF 240300
BN	65001		BNSF 240301
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BN	65003		BNSF 240303
BN	65004		BNSF 240304
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BN	65007		BNSF 240307
BN	65008		BNSF 240308

BN 35982 C-K

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	65017		BNSF 240317
BN	65018		BNSF 240318
BN	65020		BNSF 240320
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BN	65023		BNSF 240323
BN	65024		BNSF 240324
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BN	65046		BNSF 240346
BN	65047		BNSF 240347

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	65071	BNSF	240371
BN	65072	BNSF	240372
BN	65073	BNSF	240373
BN	65074	BNSF	240374
BN	65075	BNSF	240375
BN	65076	BNSF	240376
BN	65077	BNSF	240377
BN	65078	BNSF	240378
BN	65079	BNSF	240379

1994-J
(end)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/28/07



Robert W. Alvord